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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note: *The organization may be able to use a copy of this return to satisfy state reporting requirements.*

OMB No 1545-0052

2005

For calendar year 2005, or tax year beginning , 2005, and ending ,

G Check all that apply | Initial return | Final return | Amended return | Address change | Name change

Use the IRS label Otherwise, print or type. See Specific Instructions

Name of organization: Wexner Foundation

Number and street (or P O box number if mail is not delivered to street address): 8000 Walton Parkway

Room/suite: 105

City or town: New Albany

State: Oh ZIP code: 43054

A Employer identification number: 23-7320631

B Telephone number (see instructions): (614) 939-6060

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ▶$ 3,939,277.

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify)

(Part I, column (d) must be on cash basis)

Part I	Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)	10,000,000.			
	2 Ck ▶ ☐ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	4,167.	4,167.		
	4 Dividends and interest from securities	105,835.	105,835.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less. Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	10,110,002.	110,002.		
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	903,947.			903,947.
	14 Other employee salaries and wages	411,634.			411,634.
	15 Pension plans, employee benefits	149,281.			149,281.
	16a Legal fees (attach schedule) L-16a Stmt	61,524.			61,524.
	b Accounting fees (attach sch) L-16b Stmt	24,254.			24,254.
	c Other prof fees (attach sch) L-16c Stmt	5,760.			5,760.
	17 Interest				
	18 Taxes (attach schedule) See Line 18 Stmt	80,526.			80,526.
	19 Depreciation (attach schedule) and depletion	10,720.			
	20 Occupancy	138,956.			138,956.
	21 Travel, conferences, and meetings	1,187,954.			1,187,954.
	22 Printing and publications	72,562.			72,562.
	23 Other expenses (attach schedule) See Line 23 Stmt	217,149.			217,149.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	3,264,267.			3,253,547.
	25 Contributions, gifts, grants paid	4,959,834.			4,959,834.
	26 **Total expenses and disbursements.** Add lines 24 and 25	8,224,101.			8,213,381.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	1,885,901.			
	b **Net investment income** (if negative, enter -0-)		110,002.		
	C **Adjusted net income** (if negative, enter 0)				

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash – non-interest-bearing	40,426.	56,921.	56,921.
	2 Savings and temporary cash investments	1,737,029.	3,617,031.	3,617,031.
	3 Accounts receivable ►			
	Less allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	164,125.	246,624.	246,624.
	10a Investments – U S and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule)			
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)			
	14 Land, buildings, and equipment basis ► 263,120.			
	Less. accumulated depreciation (attach schedule) ► 244,419.	14,413.	18,701.	18,701.
	15 Other assets (describe ►)			
	16 **Total assets** (to be completed by all filers – see instructions Also, see page 1, item I)	1,955,993.	3,939,277.	3,939,277.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 **Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances	**Organizations that follow SFAS 117, check here ► ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Organizations that do not follow SFAS 117, check here ► ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	1,955,993.	3,939,277.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	1,955,993.	3,939,277.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	1,955,993.	3,939,277.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,955,993.
2	Enter amount from Part I, line 27a	2	1,885,901.
3	Other increases not included in line 2 (itemize) ► See Other Increases Stmt	3	97,816.
4	Add lines 1, 2, and 3	4	3,939,710.
5	Decreases not included in line 2 (itemize) ► Depreciation	5	433.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	3,939,277.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a				
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the organization liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If 'Yes,' the organization does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year; see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2004	9,593,304.	2,360,278.	4.064481
2003	11,058,419.	2,714,988.	4.073101
2002	13,800,587.	4,694,986.	2.939431
2001	13,304,670.	10,410,868.	1.277960
2000	20,357,506.	29,906,716.	0.680700

2	**Total** of line 1, column (d)	2	13.035673
3	Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	2.607135
4	Enter the net value of noncharitable-use assets for 2005 from Part X, line 5	4	4,758,195.
5	Multiply line 4 by line 3	5	12,405,257.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,100.
7	Add lines 5 and 6	7	12,406,357.
8	Enter qualifying distributions from Part XII, line 4	8	8,213,381.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1. Date of ruling letter _____ (attach copy of ruling letter if necessary – see instructions)		
b	Domestic organizations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b	1	2,200.
c	All other domestic organizations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0.
3	Add lines 1 and 2	3	2,200.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	2,200.
6	Credits/Payments		
a	2005 estimated tax pmts and 2004 overpayment credited to 2005 — 6a		
b	Exempt foreign organizations – tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 1,700.		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	1,700.
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached	8	13.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ►	9	513.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►	10	
11	Enter the amount on line 10 to be Credited to 2006 estimated tax ► Refunded ►	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the organization attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the organization in connection with the activities*			
c	Did the organization file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the organization ► $ _____ (2) On organization managers ► $ _____			
e	Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on organization managers ► $ _____			
2	Has the organization engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities.*	2		X
3	Has the organization made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4a	Did the organization have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the organization have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► Ohio, New York			
b	If the answer is 'Yes' to line 7, has the organization furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If 'No,' attach explanation.*	8b	X	
9	Is the organization claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2005 or the taxable year beginning in 2005 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X
11	Did the organization comply with the public inspection requirements for its annual returns and exemption application?	11	X	
	Web site address ► N/A			
12	The books are in care of ► Jeffrey Epstein Telephone no ► (614) 939-6000			
	Located at ► 8000 Walton Parkway, Suite 100, New Albany, Ohio ZIP + 4 ► 43054			
13	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here ► ☐ and enter the amount of tax-exempt interest received or accrued during the year ► 13			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

			Yes	No
1a	During the year did the organization (either directly or indirectly).			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No		
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the organization agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No		
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c	Did the organization engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2005?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the organization was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2005, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2005?	☐ Yes ☒ No		
	If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__			
b	Are there any years listed in 2a for which the organization is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions.)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__			
3a	Did the organization hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No		
b	If 'Yes,' did it have excess business holdings in 2005 as a result of **(1)** any purchase by the organization or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the organization had excess business holdings in 2005)*	3b		
4a	Did the organization invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the organization make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2005?	4b		X
5a	During the year did the organization pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☒ Yes ☐ No		
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	5b		X
	Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c	If the answer is 'Yes' to question 5a(4), does the organization claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No		
	If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)			
6a	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
	If you answered 'Yes' to 6b, also file Form 8870			

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Leslie H. Wexner 8000 Walton Parkway, #100, New Albany, Oh 43054	Chairman As Required	0.	0.	0.
Barbara Abrahamson 2123 Fair Ave., Bexley, Oh 43209	VP 40 hours	259,673.	18,000.	0.
Darren Indyke 457 Madison Ave., NY, NY	Secretary As Required	0.	0.	0.
See Part VIII, Line 1 Stmt		644,274.	36,000.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 – see instructions). If none, enter 'NONE.'

(a) Name and address of each employee paid more than $50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Elizabeth Meyers 2192 Sandover Rd., Columbus, Oh 43220	Assistant to President 40hours	56,693.	0.	0.
Melinda Secrest 9757 Grandview Ave., Pluckerington, Oh43147	Coordinator of Finance 40hours	54,807.	0.	0.
Karen Collum 5779 Albany Green, Westerville, Oh 43081	Administrator 40hours	72,965.	6,900.	0.

Total number of other employees paid over $50,000 ► none

3 Five highest-paid independent contractors for professional services – (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
Vorys, Sater, Seymour & Pease 52 E. Gay St, Columbus, Oh43215	Legal services	56,642.

Total number of others receiving over $50,000 for professional services ► none

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 None	0.
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ►	None

Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	
b	Average of monthly cash balances	1b	4,608,723.
c	Fair market value of all other assets (see instructions)	1c	221,932.
d	**Total** (add lines 1a, b and c)	1d	4,830,655.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	4,830,655.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	72,460.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,758,195.
6	**Minimum investment return.** Enter 5% of line 5	6	237,910.

Part XI Distributable Amount (see instructions)

(Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6			1	237,910.
2a	Tax on investment income for 2005 from Part VI, line 5	2a	2,200.		
b	Income tax for 2005. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	2,200.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	235,710.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	235,710.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	235,710.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes		
a	Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1a	8,213,381.
b	Program-related investments – total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	8,213,381.
5	Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	8,213,381.

Note: *The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years*

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2004	(c) 2004	(d) 2005
1 Distributable amount for 2005 from Part XI, line 7				235,710.
2 Undistributed income, if any, as of the end of 2004				
a Enter amount for 2004 only			0.	
b Total for prior years 20 01 , 20 02 , 20 03		0.		
3 Excess distributions carryover, if any, to 2005				
a From 2000 19,210,962.				
b From 2001 13,029,709.				
c From 2002 13,567,684.				
d From 2003 10,923,168.				
e From 2004 9,475,782.				
f **Total** of lines 3a through e	66,207,305.			
4 Qualifying distributions for 2005 from Part XII, line 4 ► $ 8,213,381.				
a Applied to 2004, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2005 distributable amount				235,710.
e Remaining amount distributed out of corpus	7,977,671.			
5 Excess distributions carryover applied to 2005 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	74,184,976.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2004 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2005 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2006				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2000 not applied on line 5 or line 7 (see instructions)	19,210,962.			
9 **Excess distributions carryover to 2006.** Subtract lines 7 and 8 from line 6a	54,974,014.			
10 Analysis of line 9				
a Excess from 2001 13,029,709.				
b Excess from 2002 13,567,684.				
c Excess from 2003 10,923,168.				
d Excess from 2004 9,475,782.				
e Excess from 2005 7,977,671.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2005, enter the date of the ruling ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2005	(b) 2004	(c) 2003	(d) 2002	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a 'Assets' alternative test – enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – Enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

Leslie H. Wexner

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

None

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:**

Check here ▶ ☐ if the organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the organization makes gifts, grants, etc, (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

Larry Moses, President
8000 Walton Parkway, Suite 105
New Albany OHIO 43054 (614) 939-6060

b The form in which applications should be submitted and information and materials they should include

See Attached Pages 10 thru 30

c Any submission deadlines

See Attached Pages 10 thru 30

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

See Attached Pages 10 thru 30

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See attached schedule of grants on attached pages 3 thru 8		Attached	Attached	4,959,834.
Total			► **3a**	4,959,834.
b *Approved for future payment*				
none		n/a	n/a	0.
Total			► **3b**	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		
	(a) Business code	(b) Amount	(c) Exclu-sion code	(d) Amount	(e) Related or exempt function income (see instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	4,167.	
4 Dividends and interest from securities			14	105,835.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				110,002.	
13 **Total.** Add line 12, columns (b), (d), and (e)				13	110,002.

(See worksheet in the instructions for line 13 to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes) (See instructions)
N/A	

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting organization to a noncharitable exempt organization of:		
	(1) Cash	1a (1)		X
	(2) Other assets	1a (2)		X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b (1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b (2)		X
	(3) Rental of facilities, equipment, or other assets	1b (3)		X
	(4) Reimbursement arrangements	1b (4)		X
	(5) Loans or loan guarantees	1b (5)		X
	(6) Performance of services or membership or fundraising solicitations	1b (6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is 'Yes,' complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting organization. If the organization received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the organization directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If 'Yes,' complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

SIGN HERE

► Dana K. Wexner — 7-26-06 — ► Secretary

Signature of officer or trustee — Date — Title

Paid Preparer's Use Only

Preparer's signature ► — Date 7/20/06 — Check if self-employed ► ☐ — Preparer's SSN or PTIN (See instructions) 065-12-5087

Firm's name (or yours if self-employed), address, and ZIP code ► GEORGE V. DELSON ASSOCIATES, 110 EAST 59 ST., NY, NY 10022 — EIN ► 13-3847781 — Phone no. ► (212) 909-9680

BAA

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

Supplementary Information for line 1 of Form 990, 990-EZ and 990-PF (see instructions)

OMB No 1545-0047

2005

Name of organization
Wexner Foundation

Employer identification number
23-7320631

Organization type (check one)·

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)(____) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule** (**Note:** *Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule – see instructions)*

General Rule –

☒ For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor (Complete Parts I and II.)

Special Rules –

☐ For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33-1/3% support test under Regulations sections 1 509(a)-3/1 170A-9(e) and received from any one contributor, during the year, a contribution of the greater of $5,000 or 2% of the amount on line 1 of these forms (Complete Parts I and II)

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. (Complete Parts I, II, and III)

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not aggregate to more than $1,000 (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose Do not complete any of the Parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of $5,000 or more during the year) ► $ _____

Caution: *Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF) but they **must** check the box in the heading of their Form 990, Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)*

Name of organization: Wexner Foundation

Employer identification number: 23-7320631

Part I Contributors (See Specific Instructions)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Leslie H.Wexner Charitable Fund 8000 Walton Parkway,Suite 100 New Albany OH 43054	$ 10,000,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Form **2220**

Department of the Treasury
Internal Revenue Service

Underpayment of Estimated Tax by Corporations

► See separate instructions.
► Attach to the corporation's tax return.

OMB No 1545-0142

2005

Name: Wexner Foundation

Employer identification number: 23-7320631

Note: *Generally, the corporation is not required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation However, the corporation may still use Form 2220 to figure the penalty If so, enter the amount from page 2, line 34 on the estimated tax penalty line of the corporation's income tax return, but* ***do not*** *attach Form 2220*

Part I Required Annual Payment

1	Total tax (see instructions)		1	2,200.
2a	Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1	2a		
b	Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method	2b		
c	Credit for Federal tax paid on fuels (see instructions)	2c		
d	**Total.** Add lines 2a through 2c		2d	
3	Subtract line 2d from line 1 If the result is less than $500, **do not** complete or file this form The corporation does not owe the penalty		3	2,200.
4	Enter the tax shown on the corporation's 2004 income tax return (see instructions) **Caution:** ***If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5***		4	246.
5	**Required Annual Payment.** Enter the **smaller** of line 3 or line 4 If the corporation is required to skip line 4, enter the amount from line 3		5	246.

Part II Reasons for Filing — Check the boxes below that apply. If any boxes are checked, the corporation **must** file Form 2220, even if it does not owe a penalty (see instructions)

6 ☐ The corporation is using the adjusted seasonal installment method

7 ☐ The corporation is using the annualized income installment method.

8 ☐ The corporation is a 'large corporation' figuring its first required installment based on the prior year's tax

Part III Figuring the Underpayment

		(a)	(b)	(c)	(d)
9	**Installment due dates.** Enter in columns (a) through (d) the 15th day of the 4th ***(Form 990 – PF filers:*** Use 5th month), 6th, 9th, and 12th months of the corporation's tax year	05/15/05	06/15/05	09/15/05	12/15/05
10	**Required installments.** If the box on line 6 and/or line 7 above is checked, enter the amounts from Schedule A, line 38 If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% of line 5 above in each column	60.	62.	62.	62.
11	Estimated tax paid or credited for each period (see instructions) For column (a) only, enter the amount from line 11 on line 15				
	Complete lines 12 through 18 of one column before going to the next column.				
12	Enter amount, if any, from line 18 of the preceding column				
13	Add lines 11 and 12				
14	Add amounts on lines 16 and 17 of the preceding column		60.	122.	184.
15	Subtract line 14 from line 13 If zero or less, enter -0-		0.	0.	0.
16	If the amount on line 15 is zero, subtract line 13 from line 14 Otherwise, enter -0-		60.	122.	
17	**Underpayment.** If line 15 is less than or equal to line 10, subtract line 15 from line 10 Then go to line 12 of the next column Otherwise, go to line 18	60.	62.	62.	62.
18	**Overpayment.** If line 10 is less than line 15, subtract line 10 from line 15 Then go to line 12 of the next column				

Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 – no penalty is owed.

Part IV Figuring the Penalty

		(a)	(b)	(c)	(d)
19	Enter the date of payment or the 15th day of the 3rd month after the close of the tax year, whichever is earlier (see instructions) ***(Form 990-PF and Form 990-T filers:*** Use 5th month instead of 3rd month)	05/15/06	05/15/06	05/15/06	05/15/06
20	Number of days from due date of installment on line 9 to the date shown on line 19	365	334	242	151
21	Number of days on line 20 after 4/15/2005 and before 10/1/2005	138	107	15	
22	Underpayment on line 17 x Number of days on line 21 / 365 x 6%	1.	1.	0.	
23	Number of days on line 20 after 9/30/2005 and before 4/1/2006	182	182	182	106
24	Underpayment on line 17 x Number of days on line 23 / 365 x 7%	2.	2.	2.	1.
25	Number of days on line 20 after 3/31/2006 and before 7/1/2006	45	45	45	45
26	Underpayment on line 17 x Number of days on line 25 / 365 x 7 *%	1.	1.	1.	1.
27	Number of days on line 20 after 6/30/2006 and before 10/1/2006				
28	Underpayment on line 17 x Number of days on line 27 / 365 x ____ *%				
29	Number of days on line 20 after 9/30/2006 and before 1/1/2007				
30	Underpayment on line 17 x Number of days on line 29 / 365 x ____ *%				
31	Number of days on line 20 after 12/31/2006 and before 2/16/2007				
32	Underpayment on line 17 x Number of days on line 31 / 365 x ____ *%				
33	Add lines 22, 24, 26, 28, 30, and 32	4.	4.	3.	2.
34	**Penalty.** Add columns (a) through (d) of line 33 Enter the total here and on Form 1120, line 33, Form 1120-A, line 29, or the comparable line for other income tax returns				13.

***For underpayments paid after March 31, 2006:** For lines 26, 28, 30, and 32, use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin To obtain this information on the Internet, access the IRS website at **www.irs.gov.** You can also call 1-800-829-4933 to get interest rate information

Form 990-PF, Page 1, Part I, Line 18
Line 18 Stmt

Taxes: (see instructions)	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
State Filing Fees	450.			450.
Payroll Taxes	79,886.			79,886.
Federal Excise Tax	190.			190.
Total	80,526.			80,526.

Form 990-PF, Page 1, Part I, Line 23
Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Insurance	4,172.			4,172.
Repairs & Maintenance	36,652.			36,652.
Office Supplies, Postage&Misc	29,295.			29,295.
Delivery & Security	11,751.			11,751.
Bank Charges	1,006.			1,006.
Honoraria	133,439.			133,439.
Dues	834.			834.
Total	217,149.			217,149.

Form 990-PF, Page 2, Part III, Line 3
Other Increases Stmt

Merger Adjustment-Wexner Heritage	97,816.
Total	97,816.

Form 990-PF, Page 6, Part VIII, Compensation
Part VIII, Line 1 Stmt

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation **(If not paid, enter -0-)**	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Jeffrey Epstein 6100 Red Hook Qtrs.St Thomas,USVI	Trustee As Required	0.	0.	0.
Larry S. Moses 300 S. Drexel Ave.,Cols.,Oh 43209	President 40 hours	379,572.	18,000.	0.
Cynthia Chazan 53 Speir Dr.,S.Orange,NJ07079	VP 40 hours	264,702.	18,000.	0.
Total		644,274.	36,000.	0.

Form 990-PF, Page 1, Part I, Line 16a
L-16a Stmt

Line 16a - Legal Fees: Name of Provider	Type of Service Provided	Amount Paid
Vorys,Sater,Seymour&Pease	General Coporate&Pension Consultation	56,642.
Thompson,Hine LLP	General Corporate Consultation	4,882.
Total		61,524.

Form 990-PF, Page 1, Part I, Line 16b
L-16b Stmt

Line 16b - Accounting Fees: Name of Provider	Type of Service Provided	Amount Paid
Ernst&Young	Financial Statement Review	16,500.
Eli Jaffe, CPA	Financial Analysis	7,754.
Total		24,254.

Form 990-PF, Page 1, Part I, Line 16c
L-16c Stmt

Line 16c - Other Professional Fees: Name of Provider	Type of Service Provided	Amount Paid
ADP	Payroll Processing	2,965.
Berman Consulting Group	Computer Consulting	2,795.
Total		5,760.

The Wexner Foundation
23-7320631
FY 12-31-2005

Page 10, Part XVI, Line 3a-Grants	Date			Purpose
Wexner Heritage Foundation 8000 Walton Way,Suite 100 New Albany, Ohio 43054 (501(c)3 Organization)	3-14-05	Cash	250,000	To fund educational seminars
	4-12-05	Cash	250,000	" "
	5-11-05	Cash	250,000	" "
	6-10-05	Cash	250,000	" "
	6-23-05	Cash	250,000	" "
	8-3-05	Cash	250,000	" "
	8-29-05	Cash	250,000	" "
	9-21-05	Cash	250,000	" "
	12-27-05	Cash	11,553	" "
United Way Of Franklin County 360 S Third St Columbus , Ohio 43215 (501(c)3 Organization)	11-30-05	Cash	1,644	To fund community assistance programs
United Jewish Communities 111 Eighth Ave New York, NY 10006 (501(c)3 Organization)	11-21-05	Cash	25,000	To fund community assistance programs
Jewish Family Services 1151 College Ave Columbus,Ohio 43209 (501(c)3 Organization)	6-27-05	Cash	15,000	To fund community assistance programs
Temple Beth Shalom 5089 Johnstown RD New Albany,Oh 43054 (501(c)3 Organization)	3-11-05	Cash	2,500	To support synagogue
The Schottenstein Chabad House 207 E 15th Ave Columbus,Oh 43201 (501(c)3 Organization)	6-2-05	Cash	2,500	To provide educational funding
Columbus Jewish Foundation 1175 College Ave Columbus,Oh 43209 (501(c)3 Organization)	12-21-05	Cash	5,000	To fund community assistance programs
Columbus Torah Academy 181 Noe Bixby Rd Columbus,Oh 43213	12-22-05	Cash	10,000	To fund community assistance programs
Fellowships-Paid During Calendar Year				
Hebrew Union College 3101 Clifton Ave Cincinnati,Ohio 45220 (501(c)3 Organization)		Cash	323,353	To fund educational fellowships
Yeshiva University 500 W 185th St New York, New York 10033 (501(c)3 Organization)		Cash	77,832	To fund educational fellowships
Jewish Theological Seminary Broadway And 122nd St New York,New York 10027 (501(c)3 Organization)		Cash	239,197	To fund educational fellowships
Hebrew College 160 Herick RD Newton Centre,Ma 02459		Cash	8,000	To fund educational fellowships
Stanford University Stanford, CA 94305 (501(c)3 Organization)		Cash	61,259	To fund educational fellowships

Georgetown University 37th and O Street NW Washington,DC 20057 (501(c)3 Organization)	Cash	13,764	To fund educational fellowships
Yeshivat Chovevei Torah Rabinical School 550W 110th St New York,New York 10025 (501(c)3 Organization)	Cash	80,000	To fund educational fellowships
Columbia University 210 Kent Hall New York,New York 10025 (501(c)3 Organization)	Cash	24,508	To fund educational fellowships
CUNY Graduate School 33 W 42nd St New Yorl, NY 10036 (501(c)3 Organization)	Cash	21,369	To fund educational fellowships
Brandeis University 415 South Street Waltham,Mass 02254 (501(c)3 Organization)	Cash	1,885	To fund educational fellowships
Reconstructionist Rabbinical College Church Road & Greenwood Avenue Wyncote,Pa 19095 (501(c)3 Organization)	Cash	162,624	To fund educational fellowships
Harvard University Cambridge,Mass 02138 (501(c)3 Organization)	Cash	830,647	To fund educational fellowships
New York University 100 Washington Square East New York, New York 10003 (501(c)3 Organization)	Cash	283,208	To fund educational fellowship
University of Maryland 1109 Lee Building College Park, Md 20742 (501(c)3 Organization)	Cash	3,953	To fund educational fellowship
University of California,Santa Babara PO Box 208232 New Haven, CT 06520 (501(c)3 Organization)	Cash	6,602	To fund educational fellowship
Pardes Institute PO Box 8575 Jerusalem 91084 (501(c)3 Organization)	Cash	10,265	To fund educational fellowship
University of Pennsylvania 3451 Walnut Street Philadelphia, Pa 19104 (501(c)3 Organization)	Cash	41,864	To fund educational fellowship
University of Chicago Chicago, Il 60637 (501(c)3 Organization)	Cash	7,429	To fund educational fellowship
University of Judaism 15600 Mulholland Dr Los Angeles, Ca 90077 (501(c)3 Organization)	Cash	8,350	To fund educational fellowship
Baltimore Hebrew University 5800 Park Heights Ave Baltimore, Md 21215 (501(c)3 Organization)	Cash	4,525	To fund educational fellowship

Boston U 881 Commonwealth Ave Boston,Ma 02215 (501(c)3 Organization)		Cash	1,000	To fund educational fellowship
Living Stipend-Paid Directly To Fellow Per Yeshivat Chovevei Policy				
Josh Feigelson 3725 Blackstone Ave ,Apt 5C Bronx,NY 10463	3-15-05	Cash	7,750	To fund educational fellowship
Living Stipends-Paid Directly To Fellow Per NYU Policy				
Joseph Levine	9-1-05	Cash	6,667	To fund educational fellowship
306 West 104th St,#2C New York, NY 10025	12-9-05	Cash	6,667	To fund educational fellowship
Living Stipends-Paid Directly To Fellow Per UofChicago Policy				
Jane Kanarek 3720 1/2 N Pine Grove Apt 3E Chicago, Il 60613	3-15-05	Cash	6,667	To fund educational fellowship
Living Stipends-Paid Directly To Fellow Per UC-Berkeley Policy				
Faye Lederman 2909 1/2 Martin Luther Way Berkeley, Ca 94703	4-2-05	Cash	(6,667)	Refund of educational fellowship
Living Stipends-Paid Directly To Fellow Per Drisha Policy				
Jennie Rosenfeld 4525 Henry Hudson Parkway,#610 Bronx, NY 10471	3-15-05	Cash	6,667	To fund educational fellowship
Living Stipends-Paid Directly To Fellow Per Harvard Policy				
Aviva Sufian 15 Ware St #2 Cambridge, Ma 02138	3-15-05	Cash	6,667	To fund educational fellowship
Living Stipends-Paid Directly To Fellow Per Brandeis Policy				
Beth Cousens 8 Leonard St #3 Cambridge, Ma 02139	3-15-05	Cash	6,667	To fund educational fellowship
Living Stipends-Paid Directly To Fellow Per Yeshivat Chovevei Policy				
Marc Gitler 384 Warwick Ave Teaneck,NJ 07666	3-15-05	Cash	6,667	To fund educational fellowship
Living Stipends-Paid Directly To Fellow Per Harvard Policy				
Batya Ort Kent 73 Boyd St Watertown, Ma 02472	3-15-05	Cash	7,750	To fund educational fellowship
Living Stipends-Paid Directly To Fellow Per Harvard Policy				
Rachel Neis 16 Francis Ave Cambridge, Ma 02138	3-15-05	Cash	6,667	To fund educational fellowship
Living Stipends-Paid Directly To Fellow Per Bank Street College Policy				
Yael Ben-Dat 243 West 100th St NY,NY 10025	3-15-05	Cash	6,667	To fund educational fellowship
Living Stipends-Paid Directly To Fellow Per New York U Policy				
Adina Dubin 3 Stuyvesant Oval,Apt9A NY,NY 10009	3-15-05	Cash	6,667	To fund educational fellowship
Living Stipends-Paid Directly To Fellow Per U of Judaism Policy				
Jacob Fine 1526 Bedford St ,#204 Los Angeles, Ca 90035	3-15-05	Cash	6,667	To fund educational fellowship
Living Stipends-Paid Directly To Fellow Per Harvard Policy				
Elisha Rush-Fishbane	3-15-05	Cash	6,667	To fund educational fellowship
216 Conant Hall,38 Oxford St	5-9-05	Cash	975	To fund educational fellowship
Cambridge, Ma 02138	9-1-05	Cash	7,750	To fund educational fellowship
	11-22-05	Cash	7,750	To fund educational fellowship

Living Stipends-Paid Directly To Fellow Per Columbia Policy				
Nadine Greenfield-Binstock	3-15-05	Cash	6,667	To fund educational fellowship
666 W End Ave ,Apt 8M				
NY,NY 10025				
Living Stipends-Paid Directly To Fellow Per New York U Policy				
Tali Hyman	3-15-05	Cash	6,667	To fund educational fellowship
203 W 87th St ,#6	9-1-05	Cash	6,667	To fund educational fellowship
NY,NY 10024	12-9-05	Cash	6,667	To fund educational fellowship
Living Stipends-Paid Directly To Fellow Per Harvard Policy				
Yehuda Kurtzer	3-15-05	Cash	6,667	To fund educational fellowship
288 Summit Ave #1	9-1-05	Cash	6,667	To fund educational fellowship
Brighton, Ma 02135	12-9-05	Cash	6,667	To fund educational fellowship
Living Stipends-Paid Directly To Fellow Per New York U Policy				
Hannah Pressman	3-15-05	Cash	6,667	To fund educational fellowship
514 W 122nd St,#602	9-1-05	Cash	6,667	To fund educational fellowship
NY,NY10027	12-9-05	Cash	6,667	To fund educational fellowship
Living Stipends-Paid Directly To Fellow Per U of Maryland Policy				
Allen Selis	3-16-05	Cash	8,833	To fund educational fellowship
1718 Mark Lane	9-1-05	Cash	8,833	To fund educational fellowship
Rockville,Ma 20852	12-9-05	Cash	8,833	To fund educational fellowship
Living Stipends-Paid Directly To Fellow Per U of Santa Barbara Policy				
Aaron Tapper	3-15-05	Cash	6,667	To fund educational fellowship
136 1/2 E Canon Perido St				
Santa Barbara,Ca 93101				
Living Stipends-Paid Directly To Fellow Per New York U Policy				
Shana Teig-Kantor	3-15-05	Cash	6,667	To fund educational fellowship
140 W 87th St,Apt C				
NY,NY 10022				
Living Stipends-Paid Directly To Fellow Per Georgetown Policy				
Michael Bergman	3-15-05	Cash	6,667	To fund educational fellowship
850 N Randolph St ,Apt, 1410				
Arlington, Va 22203				
Living Stipends-Paid Directly To Fellow Per U of Pennslyvania Policy				
Yascob Dweck	3-15-05	Cash	6,667	To fund educational fellowship
2045 Spuce St.,Apt 1R	9-1-05	Cash	6,667	To fund educational fellowship
Philadelphia, Pa 19103	12-9-05	Cash	6,667	To fund educational fellowship
Living Stipends-Paid Directly To Fellow Per New York U Policy				
Leslie Ginsparg	4-14-05	Cash	6,667	To fund educational fellowship
143 Bennett Ave ,Apt 20	9-1-05	Cash	6,667	To fund educational fellowship
NY,NY 10040	12-9-05	Cash	6,667	To fund educational fellowship
Living Stipends-Paid Directly To Fellow Per Columbia Policy				
Jonathan Gribetz	3-15-05	Cash	6,667	To fund educational fellowship
750 Columbus Avenue,Apt 10E	9-1-05	Cash	6,667	To fund educational fellowship
NY,NY 10025	12-9-05	Cash	6,667	To fund educational fellowship
Living Stipends-Paid Directly To Fellow Per Yeshivat Chovevi Policy				
Alexander Herzfeld	3-15-05	Cash	6,667	To fund educational fellowship
8President Street	9-1-05	Cash	6,667	To fund educational fellowship
Staten Island,NY 10314	12-9-05	Cash	6,667	To fund educational fellowship
Living Stipends-Paid Directly To Fellow Per New York U Policy				
Michael Kay	3-15-05	Cash	6,667	To fund educational fellowship
323 West 96th St ,Apt 415	9-1-05	Cash	6,667	To fund educational fellowship
NY,NY 10025	12-9-05	Cash	6,667	To fund educational fellowship
Living Stipends-Paid Directly To Fellow Per New York U Policy				
Abby Kornfeld	3-16-05	Cash	6,667	To fund educational fellowship
309 W 99th St ,Apt 5A	9-1-05	Cash	6,667	To fund educational fellowship
NY,NY10025	12-9-05	Cash	6,667	To fund educational fellowship
Living Stipends-Paid Directly To Fellow Per New York U Policy				
Shulamith Passow	3-16-05	Cash	6,667	To fund educational fellowship
536 W 111th St ,Apt 3	9-1-05	Cash	6,667	To fund educational fellowship
NY,NY 10025	12-9-05	Cash	6,667	To fund educational fellowship

Living Stipends-Paid Directly To Fellow Per Columbia Policy				
Rebecca Silvera Sasson	12-9-05	Cash	7,361	To fund educational fellowship
174 Linden St,#E6				
New Haven,CT 06511				
Living Stipends-Paid Directly To Fellow Per Columbia Policy				
Elizabeth Stoll	3-16-05	Cash	6,667	To fund educational fellowship
212 W 91st ST	9-1-05	Cash	6,667	To fund educational fellowship
NY,NY 10024	12-9-05	Cash	6,667	To fund educational fellowship
Living Stipends-Paid Directly To Fellow Per New York U Policy				
Stefanie Zelkind	3-16-05	Cash	6,667	To fund educational fellowship
355 W 85th St,Apt 72	9-1-05	Cash	6,667	To fund educational fellowship
NY,NY 10024	12-9-05	Cash	6,667	To fund educational fellowship
Living Stipends-Paid Directly To Fellow Per New York U Policy				
David Bryfman	3-15-05	Cash	6,667	To fund educational fellowship
553 10thSt ,#3	9-1-05	Cash	6,667	To fund educational fellowship
Brooklyn, New York 11215	12-9-05	Cash	6,667	To fund educational fellowship
Living Stipends-Paid Directly To Fellow Per New York U Policy				
Jenny Goldstein	3-15-05	Cash	6,667	To fund educational fellowship
56 Sixth Ave ,Apt 3	9-1-05	Cash	6,667	To fund educational fellowship
Brooklyn, New York 11217	12-9-05	Cash	6,667	To fund educational fellowship
Living Stipends-Paid Directly To Fellow Per New York U Policy				
David Koffman	3-16-05	Cash	6,667	To fund educational fellowship
255 Thirteenth St ,#2	9-1-05	Cash	6,667	To fund educational fellowship
Brooklyn, New York 11215	12-9-05	Cash	6,667	To fund educational fellowship
Living Stipends-Paid Directly To Fellow Per Stanford Policy				
Sivan Kroll-Zeldin Zakai	3-16-05	Cash	6,667	To fund educational fellowship
1788 Oak Creek Drive,Apt 412	9-1-05	Cash	6,667	To fund educational fellowship
Palo Alto, Ca 94304	12-9-05	Cash	6,666	To fund educational fellowship
Living Stipends-Paid Directly To Fellow Per New York U Policy				
Karen Plotkin	3-16-05	Cash	6,666	To fund educational fellowship
215 W 95th St ,Apt 5D	9-1-05	Cash	6,666	To fund educational fellowship
New York, New York 10025	12-9-05	Cash	6,666	To fund educational fellowship
Living Stipends-Paid Directly To Fellow Per Hebrew College Policy				
Elizabeth Richman	3-16-05	Cash	6,666	To fund educational fellowship
55 Magazine St, #31	9-1-05	Cash	6,666	To fund educational fellowship
Cambridge, Ma 02139	12-9-05	Cash	6,666	To fund educational fellowship
Living Stipends-Paid Directly To Fellow Per Stanford Policy				
Noam Silverman	3-16-05	Cash	6,666	To fund educational fellowship
378 College Ave , #8	9-1-05	Cash	6,666	To fund educational fellowship
Palo Alto, Ca 94306	12-9-05	Cash	6,666	To fund educational fellowship
Living Stipends-Paid Directly To Fellow Per Yeshivat Chovevei Torah Policy				
David Wokenfeld	3-16-05	Cash	6,666	To fund educational fellowship
325 W 71st Street,Apt5C	9-1-05	Cash	6,666	To fund educational fellowship
New York, New York 10023	12-9-05	Cash	6,666	To fund educational fellowship
Living Stipends-Paid Directly To Fellow Per New York U Policy				
Yona Shem Toy	3-16-05	Cash	6,666	To fund educational fellowship
126 St Marks Place,Apt 18	9-1-05	Cash	6,666	To fund educational fellowship
New York, New York 10009	12-9-05	Cash	6,666	To fund educational fellowship
Living Stipends-Paid Directly To Fellow Per Yeshivat Chovevei Torah Policy				
Steven Exler	3-15-05	Cash	6,666	To fund educational fellowship
403 Audobon Ave ,#1C				
NY,NY 10033				
Living Stipends-Paid Directly To Fellow Per New York U Policy				
Anat Barber	9-1-05	Cash	6,666	To fund educational fellowship
120 W 97th,Apt 5D	12-9-05	Cash	6,666	To fund educational fellowship
NY,NY 10025				

Living Stipends-Paid Directly To Fellow Per Boston U Policy				
James Bornstein	9-1-05	Cash	6,666	To fund educational fellowship
475 Elgin Ave	12-9-05	Cash	6,666	To fund educational fellowship
Manchester, NH 03104				
Living Stipends-Paid Directly To Fellow Per New York U Policy				
Eliot Goldstein	9-1-05	Cash	6,666	To fund educational fellowship
513 16th St,Apt 1	12-9-05	Cash	6,666	To fund educational fellowship
Brooklyn,Ny 11215				
Living Stipends-Paid Directly To Fellow Per New York U Policy				
Menachem Hecht	9-1-05	Cash	6,666	To fund educational fellowship
495 W 186th St ,Apt B	12-9-05	Cash	6,666	To fund educational fellowship
NY,NY 10022				
Living Stipends-Paid Directly To Fellow Per U of PA Policy				
Davis Shyovitz	9-1-05	Cash	6,666	To fund educational fellowship
10 E Montgomery Ave , Apt C3	12-9-05	Cash	6,666	To fund educational fellowship
Bala Cynwyd, Pa 19004				
Living Stipends-Paid Directly To Fellow Per New York U Policy				
Adena Silberstein	9-1-05	Cash	1,000	To fund educational fellowship
742 Carroll St				
Brooklyn, NY 11215				
Living Stipends-Paid Directly To Fellow Per Yeshivat Chovevei Torah Policy				
Devin Villarreal	9-1-05	Cash	6,666	To fund educational fellowship
1209 W Sierra Madre Ave	12-9-05	Cash	6,666	To fund educational fellowship
Glendora,Ca 91741				
Living Stipends-Paid Directly To Fellow Per Harvard Policy				
Jessica Flector	12-8-05	Cash	1,500	To fund educational fellowship
One Waterhouse St Apt54				
Cambridge,Ma 02138				
	Total Grants Paid		4,959,834	

THE WEXNER FOUNDATION
2004 DEPRECIATION SCHEDULE
23-7320631

Date	Description	Cost	Method	2005 Depreciation	Accu Depreciation
	Furniture, Fixtures & Equipment				
	Furniture & Fixtures				
3-87	Continental Office - Furniture	14,299 60	10yr S/L	0 00	14,299 60
5-87	Continental Office - Furniture	5,409 22	10yr S/L	0 00	5,409 22
5-87	Continental Office - Furniture	3,035 00	10yr S/L	0 00	3,035 00
10-88	Roche Bubol - Table	3,516 00	10yr S/L	0 00	3,516 00
10-88	Continental Office - Furniture & Cabinets	15,665 00	10yr S/L	0 00	15,665 00
10-88	Tadiran	5,854 00	10yr S/L	0 00	5,854 00
12-88	Continental Office - Furniture & Cabinets	5,274 00	10yr S/L	0 00	5,274 00
12-88	Art Exchange - Paintings	3,010 00	10yr S/L	0 00	3,010 00
12-88	M A Fox - Credenza	3,810 00	10yr S/L	0 00	3,810 00
12-88	M A Fox - Conference Table	5,385 00	10yr S/L	0 00	5,385 00
2-89	Continetial-Radius Board	1,073 00	10yr S/L	0 00	1,073 00
2-89	Forbus-Table	3,225 00	10yr S/L	0 00	3,225 00
2-89	Continetial-Desk	7,870 00	10yr S/L	0 00	7,870 00
2-89	Continetial-Chair	1,096 00	10yr S/L	0 00	1,096 00
2-89	Continetial-Files	1,413 00	10yr S/L	0 00	1,413 00
5-89	Continetial-Chair	1,085 00	10yr S/L	0 00	1,085 00
1-89	Builders Appliance-Refridge	1,248 00	10yr S/L	0 00	1,248 00
5-95	Office Dynamics-Silentcom	1,498 76	10yr S/L	74 94	1,498 76
7-96	Ricoh Fax	1,984 00	10yr S/L	198 40	1,884 80
3-99	New York Office Furniture + Equip	21,915 62	10yr S/L	2,191 56	14,245 15
3-99	New York Office Carpet	2,800 00	10yr S/L	280 00	1,820 00
4-00	Microman-Computers	1,819 00	10yr S/L	181 90	1,000 45
8-00	Microman-Computers	3,794 00	10yr S/L	379 40	2,086 70
10--00	Work Station,2 Bookcases	3,411 00	10yr S/L	341 10	1,876 05
11-00	Office Furniture	38,939 80	10yr S/L	3,893 98	21,416 89
6-01	Computer Equipment	18,074 86	10yr S/L	1,807 49	8,133 71
5-03	Telephone Equipment	5,991 18	10yr S/L	599 12	1,497 80
9-05	Office Furniture	15,442 49	10yr S/L	772 12	772 12
		$197,938 53		$10,720 01	$138,500 24

THE WEXNER FOUNDATION
DEPRECIATION SCHEDULE
23-7320631

Date	Description	Cost	Method	2005 Depreciation	Accu Depreciation
	Furniture & Fixtures-Israel				
8-89	Buchanan-Bdrm Furn	1,089 50	10yr S/L	0 00	1,089 50
9-89	Israel Bank Wire	2,094 00	10yr S/L	0 00	2,094 00
10-89	Lazarus-Linens	633 77	10yr S/L	0 00	633 77
11-89	Riverside Casual Furn -Chair	298 05	10yr S/L	0 00	298 05
11-89	K A Menendian Inc -Rug	1,360 00	10yr S/L	0 00	1,360 00
11-89	Interior Crafts-Chair	1,736 00	10yr S/L	0 00	1,736 00
11-89	Marshall Fields-Furn	1,828 90	10yr S/L	0 00	1,828 90
11-89	Williams-Kitchen Stuff	415 00	10yr S/L	0 00	415 00
11-89	Lazarus-Furn	3,001 51	10yr S/L	0 00	3,001 51
11-89	Intercont Appliances-Appliances	2,020 00	10yr S/L	0 00	2,020 00
11-89	Pur Israel Furn -Furniture	2,729 63	10yr S/L	0 00	2,729 63
11-89	Roche-Dubois-Tables	7,129 35	10yr S/L	0 00	7,129 35
8-89	Riverside Casual Furn -Chair	336 00	10yr S/L	0 00	336 00
8-89	Riverside Casual Furn -Chair	531 00	10yr S/L	0 00	531 00
8-89	Whites Furniture-Dining Rm	649 95	10yr S/L	0 00	649 95
8-89	Whites Furniture-Dining Rm	4,410 00	10yr S/L	0 00	4,410 00
8-89	K A Menendian Inc -Rug	4,720 00	10yr S/L	0 00	4,720 00
10-89	Tadiran-Computer	9,598 20	7yr S/L	0 00	9,598 20
12-89	Roche-Dubois-Tables	2,034 55	10yr S/L	0 00	2,034 55
12-89	AeroCustomWindowFash-Drapes	2,500 00	10yr S/L	0 00	2,500 00
12-89	Ohio Plate Glass-Table	861 00	10yr S/L	0 00	861 00
12-89	Buchanan-Bdrm Furn	1,089 50	10yr S/L	0 00	1,089 50
12-89	Petty Cash-Various	2,094 74	10yr S/L	0 00	2,094 74
2-90	Elgee Electric	960 96	10yr S/L	0 00	960 96
5-90	Aero Custom-Drapes	2,373 00	10yr S/L	0 00	2,373 00
6-90	Roche-Bobios	1,450 00	10yr S/L	0 00	1,450 00
6-90	Furniture	317 46	10yr S/L	0 00	317 46
6-90	Furniture	246 56	10yr S/L	0 00	246 56
10-90	Furniture	4,269 90	10yr S/L	0 00	4,269 90
11-90	Copier	2,403 38	10yr S/L	0 00	2,403 38
		$65,181 91		$0 00	$65,181 91

WEXNER FOUNDATION
Grant Procedure Modification
Pursuant To Reg. 53.4945-4(d)

Grant Making procedures as provided under your advance approval letter dated 5-25-88(copy attached) have been modified. The Foundation believes the modification does not materially change the procedures from those described in the request to the Commissioner.

Providing the following modification is determined to be material, we request approval of the modification.

Modification- Living stipends are paid directly to individual fellows/fellas when college or university refuses to accept and disburse living stipend funds to the respective fellows/fellas. The Foundation correspondingly assumes expenditure responsibility under Sec. 4945(h) for the living stipend payments.

Internal Revenue Service

The Wexner Foundation
41 South High Street
Columbus, OH 43215

Department of the Treasury

P.O. Box 2508
Cincinnati, OH 45201

Person to Contact:
Dana Logan
Telephone Number:
(513) 684-2501
Refer Reply to:
EP/EO
Date:
MAY 2 6 1988

Dear Sir or Madam:

We have considered your request, dated April 7, 1988 for advance approval of your grant-making procedures pursuant to section 4945(g) of the Internal Revenue Code of 1954.

Our records indicate, according to a determination letter issued November 26, 1973, that you are exempt from Federal income tax under section 501(c)(3) of the Code and are classified as a private foundation within the meaning of section 509(a).

You indicated that the Wexner Graduate Fellowship Program is administered and the winners selected by The Wexner Foundation. Winners are selected by The Wexner Foundation on the basis of academic achievement, intellectual ability, interpersonal skills, communication skills, personal integrity, emotional integrity, depth of commitment of Jewish service, grasp of contemporary Jewish life, and ability to realize goals.

Under the program all payments will be made by The Wexner Foundation directly to the colleges and universities.

You indicate that any person who is a college graduate seeking to enter a graduate program toward rabbinic ordination or degrees in Jewish communal service or Jewish education may apply.

Relatives of members of the selection committee have not received any grants and are not possible recipients.

You also indicate that the policy of the selection committee is to require periodic reports from the recipients as to the progress in their chosen field. Applications for renewal of the scholarship can be made after a two year period. Each year of support is contingent upon evidence of satisfactory academic achievement.

Section 4945(g) of the Code states that an individual grant will not constitute taxable expenditures if awarded on an objective and

nondiscriminatory basis pursuant to a procedure approved in advance.

Section 53.4945-4(c)(1) of the regulations states that to secure approval, a private foundation must demonstrate that:

(i) Its grant procedure includes an objective and nondiscriminatory selection process;

(ii) Such procedure is reasonably calculated to result in performance by grantees of the activities that the grants are intended to finance; and

(iii) The Foundation plans to obtain reports to determine whether the grantees performed activities that the grants are intended to finance.

Based on the information submitted and assuming your scholarship program will be conducted as proposed with a view to providing objectivity and nondiscrimination in the awarding of grants, we rule that your procedures in the awarding of scholarship grants comply with the requirements contained in section 4945(g)(1) of the Code and that scholarships granted in accordance with such procedures will not constitute "taxable expenditures" within the meaning of section 4945(d)(3). In addition, we rule that grants made under your procedures are excludable from the gross income of recipients subject to the limitations provided by section 117(b).

This ruling is conditioned on the understanding that there will be no material change in the facts upon which it is based. It is further conditioned on the premise that no grants will be awarded to foundation managers, trustees, or members or the selection committee, or for a purpose that is inconsistent with the purposes described in section 170(c)(2)(B) of the Code.

Sincerely yours,

Harold M. Browning
District Director

cc: Thomas L. Geer
SKWR
41 S. High St.
Columbus, OH 43215

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Wexner Graduate Fellowship Program

About the Application
We have provided details about this application including awards, eligibility and guidelines. Please **review this document** carefully before completing the Eligibility Questionnaire.

This application has an Eligibility process to verify your eligibility for the Fellowship. Once an administrator has approved your Eligibility Questionnaire you will be able to view and complete a Fellowship Application. You will receive notification through e-mail.

The Fellowship Application is broken into ten sections. Each one may be reviewed and completed in any order you wish. There are special instructions for the Essays, Recommendations and Final Review pages. Please follow them carefully.

Upload Photograph
Click here for instructions on uploading your photograph. All applications must have a photograph included.

Updating Contact Information
Should your contact information change during this application process, please **update your profile** as soon as possible. If your e-mail address does not work you may miss important information.

Final Application Review
Step 10 requires that you verify that this application is complete and ready for administrator review. We will not review your application until this step is completed.

Start → Intake Questionnaire

Eligibility Questionnaire Completed.
Your Eligibility Questionnaire has been approved. You may proceed to the Fellowship Application.

Next → Fellowship Application

Click here to fill out the Application

End → Account Log-Out

You may log in and out as needed during the application process. We will save your data as you progress through the process. Click here to logout.

Questions?
Should you have questions regarding the application during this process, please contact us at 614-939-6060 or info@wexnerfoundation.org . If you are experiencing technical difficulties, please provide your browser type and version (Internet Explorer Version, Netscape Version) along with the error message or details of the problem.

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The goal of The Wexner Foundation is to be a source of enduring benefit to humankind, with a special commitment toward strengthening Jewish life in North America, Israel and throughout the world. The priority of the Foundation is the enhancement and improvement of Jewish leadership.

The career areas designated for Wexner Graduate Fellows are:

- Cantorate
- Jewish Communal Service
- Jewish Education
- Jewish Studies
- Rabbinate

The Wexner Graduate Fellowship Program is designed to attract and support the most promising and talented Jewish men and women to pursue careers in professional Jewish leadership; to provide the best possible context for them to engage in professional graduate training; to enable them to interact extensively with outstanding Jewish leaders and with one another; and ultimately, to enhance the attraction of these careers of Jewish service, which are so vital to today's Jewish community.

Awards

Wexner Graduate Fellowships cover all tuition expenses and required fees plus a generous living stipend, the amount and terms of which are set in advance of each academic year.

Fellowships are granted for a two-year period and may be renewed for a one- or two-year term by the Graduate Fellowship Committee. Each year of funding is contingent upon evidence of satisfactory academic achievement.

Fellows are required to engage in full-time graduate study.

It is the purpose of this program to provide a context for graduate study that is free from distraction. Therefore, Wexner Fellows may engage in independent employment during the academic year only with the permission of the Director.

Fellows are required to participate in special programs held during the course of the year and annual interdisciplinary institutes sponsored by the Foundation. The purposes of these programs are to create a cohesive fellowship community and to impact upon the leadership and skill development of each Fellow.

Wexner Graduate Fellows are afforded unique opportunities for ongoing interaction with outstanding Jewish leaders and for extensive interchange with each other. Fellows participate in an experience intended to be of enduring benefit.

Eligibility

Fellowships are awarded to North Americans who are college graduates and who plan to enter a qualifying graduate program. Wexner Graduate Fellowships are limited to those who have not yet begun their professional training. Applicants with graduate work in a different field, who wish to move into one of the above areas, are also eligible. Only individuals who plan to pursue a career in the North American Jewish community are eligible to apply to this program.

Awards are given to outstanding candidates who have a strong personal commitment to the Jewish community, who have demonstrated excellence in academic achievement, and who possess the potential to provide outstanding professional leadership that will shape the future of Jewish communal life in North America.

The Wexner Graduate Fellowship is a program focused on the development of promising young Jewish leaders. Applications are limited to candidates who are between the ages of 20 [college graduates] to 40 years.

The Wexner Graduate Fellowship seeks to strengthen professional Jewish leadership in North America. Wexner Graduate Fellows commit to serve in the North American Jewish community as a Jewish professional one year for each year of Foundation funding.

Requirements for Jewish Education and Jewish Communal Service Applicants
Eligibility Guidelines for Potential Jewish Studies Applicants
Statement for Fellowship Reapplicants

Application Guidelines

All are encouraged to apply, irrespective of denominational affiliation, gender, racial or ethnic origin, disability or sexual orientation. Please note the Wexner Graduate Fellowship Program honors the admissions policies of participating educational institutions.

Applicants to the Wexner Graduate Fellowship Program are required to submit to The Wexner Foundation, 8000 Walton Parkway, Suite 110, New Albany, OH 43054 by 10:00am EST, Monday, February 7, 2005:

1. Academic transcripts (undergraduate and, if applicable, graduate). Transcripts must be forwarded to the applicant in sealed envelopes stamped with the college or university seal; photocopies are unacceptable.
2. Scores on the General Test of the Graduate Record Examination (Institution #3134). The exam should be taken no later than January, unless otherwise arranged with the Director of the program.
3. Three letters of recommendation (forms attached), with at least one from an academic instructor who has worked closely with the applicant and one from an employment supervisor who is well-acquainted with the applicant and his or her work experience.
4. An acceptance letter (or confirmation of application) from the graduate institution(s) the applicant intends to attend. Please note that fellowships will not be formalized until there is official evidence that the applicant has been accepted into the program designated for his or her career preparation.

PLEASE NOTE:
Applicants should collect all supporting materials, with the exception of GRE scores, and submit them to the Foundation in one packet. Applicants who do not use e-mail for referees must use The Wexner Foundation form (downloaded from the site) and instruct their referees to send their letters directly to them in a sealed envelope with the referee's signature across the back flap. It is the responsibility of the applicant to allow sufficient time

when requesting supporting materials to assure the timely submission of the complete application.

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Selection of Fellows

Finalists are required to participate in personal interviews, at the Foundation's expense. Awards are announced in May for the ensuing academic year.

The selection of Fellows is made by the Wexner Graduate Fellowship Committee, which is composed of leading academicians and professionals who are committed to the fields encompassed by the program.

Welcome | About the Application | Wexner Foundation Home | Log-out | E-mail Administrator
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THE WEXNER FOUNDATION

Strengthening Jewish Leadership in North America and Israel

Step 1 General Information

Step 1 of [redacted]

Step 2- General Education

Because precise funding for a Wexner Fellow may be determined on a case by case basis, please indicate what funding is available to you from your particular graduate program.

Are you applying for/being considered for any other grants, fellowships, or scholarships? If yes, which one(s)?

Rate in order of priority - 1 being the most important, 7 being the least important

Which of the following influcences have been most decisive in your descision to pursue a professional career in the Jewish community:

1 Family

1 Mentors

1 Professional Role Models

1 Undergraduate Experiences

1 Peers

1 Teachers

- None - Other (specify)

Please indicate your chosen professional career area:

The Wexner Graduate Fellowship Committee is vitally interested in understanding your career goals. Inevitably, candidates will be assessed in comparison to others with similar interests. Please consider your choice carefully and explain it fully in your essays. IF

you are uncertain about which career area to choose, please consult with the Directory of the Graduate Fellowship.

15 Please Select One

List the specifc graduate programs and academic institutions to which you have applied to prepare for your professional career. Also indicate the application date and the projected enrollment date for each program.

Update and Continue

Welcome | About the Application | Wexner Foundation Home | Log-out | E-mail Administrator
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THE WEXNER FOUNDATION

Strengthening Jewish Leadership in North America and Israel

Step 2 General Education

Step 2 of [redacted]

- Please Select -

1. Colleges and Universities. List all undergraduate and graduate schools that you have attended. If you did not graduate from a school, enter in all information necessary and then leave the graduated date blank.

	School Name	Location	Dates Attended	Major Areas of Study	Diploma/Degree Granted	Date Graduated (MM/YYYY)
Add Del						

2. List academic awards, honors, scholarships, and distinctions you have attained, as well as any publications you have authored.

3. Have you been suspended or dismissed from any academic institution? If yes, please explain below, otherwise leave blank.

4. Many applicants engage in a variety of activites and work experiences after receiving their undergraduate or graduate degress. If you have not been enrolled in an institution of higher learning in the past year(s), please briefly describe your activities since you were last enrolled.

5. In which foreign language(s) (other than Hebrew) are you proficient? Please rate yourself in the following categories as

excellent, good, fair or poor.

Language	Reading Comprehension	Speaking	Writing	Translation

Add Del

Please note that the text input areas for questions 2, 3, and 4 are limited to 5,000 characters each. Additional text beyond the 5,000 character limit will be discarded.

Update and Continue

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THE WEXNER FOUNDATION

Strengthening Jewish Leadership in North America and Israel

Step 3 Jewish Education

Step 3 of 10

- Please Select -

1. Elementary and Secondary

School	Affiliation	Location	Type of Program	Dates Attended

Add Del

2. List informal Jewish educational activities, including summer camps, youth groups, Israel trips or other programs in which you have participated.

Organization	Location	Type of Program	Your Role	Dates of Participation

Add Del

3. List universities level courses in Jewish Studies.

School	Location	Course Description	Instructor	Credit Units

Add Del

4. Please list all formal Hebrew language study you have completed.

Rate your Hebrew skill level in the following areas:

Language	Reading Comprehension	Speaking	Writing	Translation
Hebrew	Excellent	Excellent	Excellent	Excellent

5. List any academic awards, honors, scholorships and distinctions you have attained in your Jewish education as well as any related publications you have authored.

Update and Continue

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THE WEXNER FOUNDATION

Strengthening Jewish Leadership in North America and Israel

Step 4 Employment History

Step 4 of 10

- Please Select -

1. Please list all work experience (including teaching, camp counseling, etc.) and indicate whether or not it was done in the Jewish community.

Place/Supervisor	Location	Title/Position	Nature of Work	Dates	Jewish Community?

Add Del

Save and Continue

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THE WEXNER FOUNDATION

Strengthening Jewish Leadership in North America and Israel

Step 5 Extra-Curricular Activities & Interests

Step 5 of 10

- Please Select -

1. List and briefly describe your campus-related extra-curricular activites, including positions of leadership.

2. List and briefly describe your Jewish volunteer and other activities in the larger community.

3. Describe your hobbies and leisure-time interests.

Please limit each response to 1,000 characters. Additional text beyond the 1,000 character limit will be discarded.

Update and Continue

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THE WEXNER FOUNDATION

Strengthening Jewish Leadership in North America and Israel

Step 6 Additional Information

Step 6 of 10

- Please Select -

- You must enter the university name
- You must enter your GPA If your school does not have a GPA, please state 'NA' in the box.
- You must enter your GRE exam date.

1. Name of university attended

2. Cumulative Undergraduate Grade Point Average

3. Your Graduate Record Examination (GRE) scores

Verbal:

Quantitative:

Analytical:

Exam Date: (MM/DD/YYYY)

Applications will not be considered complete until GPA and GRE scores are verified through official records. It is the responsibility of the application to assure that these documents are submitted to the Foundation by 10:00am EST, Monday, February 7, 2005. The Foundation's institution number for the GRE is #3134.

Update and Continue

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THE WEXNER FOUNDATION

Strengthening Jewish Leadership in North America and Israel

Step 7 References

Step 7 of 10

- Please Select -

Electronic and Paper Reference Process

Your references may be provided electronically or through the traditional sealed envelope method. The electronic method is quick and efficient. For those individuals whose e-mail addresses are provided below, our system will generate an e-mail asking them to complete an online recommendation on your behalf. They will log into this program and type in their comments. When those comments are saved, you will receive an e-mail confirming that the recommendation has been completed. If you do not have e-mail addresses for all three individuals, you will need to download and print the PDF (paper) version and follow the directions. You may submit some recommendations electronically and some through the sealed envelope method.

Recommendation Types

Provide the names, titles, telephone number and e-mail address of the three individuals who will submit letters of recommendation on your behalf. At least one is to be from an academic instructor who was worked closely with you and one from an employment supervisor who is well acquainted with your work experience.

You must enter three names, titles, and phone numbers before you can save the information on this page. If your particular reference person does not have an email address or does not wish to complete their letter of recommendation online, you may leave their email field blank for now or update it at a later date.

	Name	Title	Phone Number	Email Address
Academic Instructor				
Employment Supervisor				
Other				

Traditional Sealed Envelope Method

For those references who do not have e-mail addresses or who were unable to complete the online recommendation process, you may **download and print the PDF** version for delivery to the reference. Applicants should instruct each referee to send his or her letter directly to them in a sealed envelope, with the referee's signature across the back flap. It is the responsibility of the applicant to collect these letters in advance of the January 30 deadline for timely submission to the Foundation.

Recommendation Confirmation

Once you have verified contact information for your references, please confirm by checking the box below. Once checked, the system will then generate the e-mail requests to your references. We have included this step to avoid duplicate notification messages. Your references will not be notified until you check and click the "Recommendation Complete" button.

☐ I agree that all email addresses listed above are correct.

Save and Continue

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THE WEXNER FOUNDATION

Strengthening Jewish Leadership in North America and Israel

Step 8 Essay A

Step 8 of 10

- Please Select -

Essay A Content Guidelines
The Wexner Graduate Fellowship Committee is vitally interested in understanding your career goals and how your projected graduate program will best prepare you for these goals. Inevitably, candidates will be assessed in comparison to others with similar career interests. In view of this, please describe in your essay the following as fully as possible:

1. The development of your interest in your projected career, particularly the critical junctures that played an important role in this evolution (e.g. Jewish experiences, family influences, role models, ideas).

2. What leadership skills do you take to be most critical to your own development as you prepare yourself for your designated career?

3. Why did you select your specific graduate program(s) and how do you anticipate your graduate program(s) will address the leadership development needs articulated above?

Format Guidelines
Please adhere to our essay guidelines which require that each essay be double spaced and use no less than a 12-point font. The essay **must not exceed two pages** using 3/4 inch margins. Be sure to include your name at the top of your essay to facilitate our printing and review. The Fellowship committee will only review essays which meet these specifications.

Preparing Your Essay for Web Upload
Using the instructions above, please exit this application and write your essay. Save the essay to your computer hard drive in a place you can easily locate. Your essay must be saved in either Microsoft Word (.doc) or Microsoft Rich Text Format (.rtf). Most word processing programs will save files as one of these formats. The file size of your essay must not exceed 50,000 bytes (approximately 50K).

Browse...

Upload and Continue

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THE WEXNER FOUNDATION

Strengthening Jewish Leadership in North America and Israel

Step 9 Essay B

Step 9 of 10

- Please Select -

Essay B Content Guidelines

The Wexner Graduate Fellowship Program is intended to facilitate the development of future professional leaders for the North American Jewish community. We are interested in your reflections on the North American Jewish community focusing on its challenges and your sense of yourself as a future leader in that community. Please describe the following in your essay as fully as possible.

1. As you consider the future of the North American Jewish community, which issue(s)most concern you. Discuss your own approach to at least one of these major challenges.

2. Describe the leadership role(s) you see yourself playing in the North American Jewish community ten years from today.

Format Guidelines

Please adhere to our essay guidelines which require that each essay be double spaced and use no less than a 12-point font. The essay **must not exceed two pages** using 3/4 inch margins. Be sure to include your name at the top of your essay to facilitate our printing and review. The Fellowship committee will only review essays which meet these specifications.

Preparing Your Essay for Web Upload

Using the instructions above, please exit this application and write your essay. Save the essay to your computer hard drive in a place you can easily locate. Your essay must be saved in either Microsoft Word (.doc) or Microsoft Rich Text Format (.rtf). Most word processing programs will save files as one of these formats. The file size of your essay must not exceed 50,000 bytes (approximately 50K).

Browse...

Upload and Continue

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THE WEXNER FOUNDATION

Strengthening Jewish Leadership in North America and Israel

Step 10 Review

Step 10 of 10

- Please Select -

Completing and Reviewing Your Fellowship Application

Submitting Your Application:
Please carefully review your application. Once you are satisfied with your application please send it to us electronically by hitting "Application Complete." You will receive confirmation via e-mail that your application has been received by The Wexner Foundation.

Completing Your Application File:
In order for your application to be complete you will need to submit hard copies of academic transcripts, official GRE scores, reference letters not being sent electronically and acceptance letter/confirmation of application from graduate school(s). Your essays are separate files and are not part of the generated PDF document. Your name must be on the essay files so that we can match them to your application. The Graduate Fellowship Director will contact you in early spring about the status of your application.

You must complete the following sections before you can submit your application:

- **Step 2 College Universities:** You must complete Application Step 2 - College Universities.
- **Step 3 Jewish Schools:** You must complete Application Step 3 - Jewish Schools.
- **Step 3 Activities:** You must complete Application Step 3 - Activities.
- **Step 3 Courses:** You must complete Application Step 3 - Courses.
- **Step 4:** You must complete Application Step 4.
- **Step 7:** You must complete Application Step 7.
- **Step 8:** You must complete Application Step 8.
- **Step 9:** You must complete Application Step 9.

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THE WEXNER-ISRAEL FELLOWSHIP PROGRAM

THE WEXNER-ISRAEL FELLOWSHIP PROGRAM

The Wexner-Israel Fellowship Program was established in 1989 by The Wexner Foundation and Harvard University to enable up to ten outstanding Israeli government officials to study for a Masters Degree at the University's John F. Kennedy School of Government each year. The goal of the program is to provide Israel's next generation of leaders with advanced public management training. Through the Kennedy School's faculty, curriculum, students, and research centers, the Wexner-Israel fellows will have a rich environment for reflecting on Israel's policy problems and potential remedies.

THE WEXNER FOUNDATION

The goal of The Wexner Foundation is to be a source of enduring benefit to humankind, with a special commitment toward strengthening Jewish life in North America and throughout the world.

In addition to the Wexner-Israel Fellowship, the Foundation sponsors a Graduate Fellowship Program designed to attract the most promising young men and women to undertake graduate training for careers in the rabbinate, Jewish education, Jewish studies, Jewish communal service and the cantorate in North America.

THE KENNEDY SCHOOL

Harvard's John F. Kennedy School of Government serves the public interest by preparing leaders for service in government and other institutions in democratic societies, and by contributing to the solution of important public problems.

The Kennedy School of Government is dedicated to learning through research, professional education and systematic and sustained relationships with the scholarly community and practitioners from the public and private sectors.

THE MASTER IN PUBLIC ADMINISTRATION DEGREE PROGRAM

The [illegible] Master in Public Administration (MPA) degree

Advisory Committee

Chairman Itamar Rabinovich,
President, Tel-Aviv University
Edna Arbel, Israel State Attorney
Hannan Bar-On, Senior Advisor to the President,
Weizmann Institute of Science
David Brodet, Chairman, "Yes" TV Satellite Company
Joseph Ciechanover, Chairman, Board of Directors, El-Al Israel Airlines
Walter Eytan, first Director General of the Minsitry of Foreign Affairs, former Ambassador to France, and former Chairman of Israel Broadcasting Authority
Avraham Friedman, Executive Director of the Jerusalem Institute for Israel Studies, Associate Professor at the Jerusalem School of Business Administration at the Hebrew University of Jerusalem.
Mayer Gabay, Judge, Vice President, on the United Nations Administrative Tribunal
Izhak Galnoor, Professor of Political Science, The Hebrew University of Jerusalem
Avi Gil, Director General, Ministry of Regional Cooperation
Shmuel Hollander, Civil Service Commissioner
Teddy Kollek, former Mayor of Jerusalem
Charles Liebman, Director of the Argov Center and Professor of Political Studies, Bar-Ilan University
Yehoshua Maor, Hi-Tech entrepeneur, former Director General, I.B.M., Israel
Leora Meridor, Senior Assistant General Manager, Head of Credit Division, The First International Bank of Israel
Roni Milo, former Mayor of Tel-Aviv
Larry S. Moses, President, The Wexner Foundation
Joseph Tamir, Director General J.D.C. "Ashalim", former Director General of the National Insurance Institute

Program Support

The Wexner-Israel Fellowship Program is administered by coordinators in Israel and at the Kennedy School
For further information, contact:

Bilha Gus
Wexner-Israel Fellowship
Program Coordinator
8 Marcus St
Jerusalem 92232
ISRAEL

Shula Gilad
John F. Kennedy School
of Government Coordinator
79 John F. Kennedy Street
Cambridge, MA 02138
U.S.A.

rogram offers experienced professionals an opportunity to learn new anagement, policy making, and quantitative skills that are practical nd immediately useful.

- The Mid-Career Program includes approximately 215 students who, n average, are 38 years old with 13 years of professional experience.
- Students must have at least five years of experience in the public ervice to be considered for admission.
- To graduate, candidates for the MPA degree must complete an academic ear of course work including at least eight one-semester courses.
- In consultation with a faculty advisor, students design individual tudy plans tailored to their own needs and career plans.
- Approximately half of those participating in the MPA program already old advanced university degrees, and each year almost 50% are nternational students.
- The primary method of instruction at the School is through case tudies. The cases provide the basis for class discussions so that students ave an opportunity to interact with the faculty and express their own pinions and perspectives to other class members.

ELIGIBILITY

The Fellowship Program is open to outstanding Israeli government nd municipal officials and professionals in areas of the public sector uch as, Bank of Israel, Israel Broadcast Authority, National Insurance nstitute, Ports Authority and others. These officials should:

- have at least five years of substantial professional experience in he public sector or in public interest organizations and be committed o careers in the public interest;
- have a professional career reflecting significant demonstrated eadership and the ability to perform well in a rigorous, interdisciplinary cademic program;
- pass a required English examination showing language ability sufficient o meet Harvard's standards; and
- be likely to achieve important leadership positions in Israel upon heir return; recipients also obligate themselves to at least three years ontinued service in the Israeli public sector following completion of the program.

AWARDS

The Wexner-Israel Fellowship will cover tuition expenses and fees at he Kennedy School plus health insurance, a book allowance, travel from Israel, and limited moving costs. The award includes a living stipe of $1,800 per month for single students or $2,200 per month f participants with accompanying spouses. Families with children w receive an additional $200 per child per month.

Fellowships will be granted for an 11-month period during which Fellows will complete the Mid-Career Master in Public Administrat Program. This includes the Summer Program and Foundation-sponsc seminars.*

As the hub of the university-wide program in public policy, the Kenr School ensures its students access to courses in all the faculties o University (Law, Business, Arts & Sciences, Public Health, Medic as well as to the Massachusetts Institute of Technology and the Flet School of Law and Diplomacy. Fellows will have access to all the reso of Harvard University including a curriculum of over 3,000 cou 10 professional schools, the largest university library system in the and a full-time faculty numbering several thous

* For some, a two-month Summer Program will be required.

PROCEDURES

Applications and information are available from the Wexner-Four Office in Israel or from the Kennedy School of Government. Apl will be required to submit:

- A completed application form, including personal essays (thr
- Academic transcripts (one original and two c
- 3 letters of recommendation (one from current professional su
- 1 passport picture
- Scores of a recent TOEFL, of no less than 250, must be su with the completed application (check with fellowship office fo

It is strongly recommended but not required that resul standardized test such as GMAT or GRE also be sul Completed application, letters of recommendation and TOI are due no later than November 15. The last day to request a materials is October 15.

Approximately 25 finalists will be interviewed by the selection in January. The finalists will be informed approximately t before the interviews. A reception and orientation session w for the new Wexner-Israel Fellows in April.

OTHER INCREASES STATEMENT, PART II,LINE 3

Statement Of Reorganization

Transfer Of Assets Pursuant To Section 507(b)(2)IRC

Pursuant to the attached merger documents, the Wexner Heritage Foundation (EI#31-1142481) merged into the Wexner Foundation on the filing date of 12/31/05. Under Section 507(b)(2)IRC, the transferee organization(Wexner Foundation) shall not be treated as a newly created organization and shall be treated as possessing those attributes and characteristics of the transferor organization(Wexner Heritage Foundation).

The assets and liabilities of the transferor upon merger are stated on the attached balance sheet dated 12/31/05.

Wexner Heritage Foundation,Inc.

Balance Sheet

As Of December 31,2005

Assets/Liabilities Transferred at Merger

Deposits	94,072
Prepaid Insurance	3,744
Total Assets	97,816
Net Worth	97,816
Total Liabilities and Net Worth	97,816

F051219000 0 689

CT-07

CERTIFICATE OF MERGER
OF
WEXNER HERITAGE FOUNDATION, INC.
AND THE WEXNER FOUNDATION
INTO
THE WEXNER FOUNDATION

Under Section 906 of the Not-for-Profit Corporation Law of the State of New York

The undersigned, Darren K. Indyke, being the Secretary of WEXNER HERITAGE FOUNDATION, INC., and the Secretary of THE WEXNER FOUNDATION, certifies:

I. The statements required by subparagraphs (a)(1) and (2) of section 902 of the Not-For-Profit Corporation Law (Plan of merger or consolidation) (as required by section 906(d)(2)(A) of the New York Not-for-Profit Corporation Law), which statements pursuant to said statute were also set forth in the Agreement and Plan of Merger duly adopted by the constituent corporations in this merger, are:

(1) The names of the constituent corporations are as follows: WEXNER HERITAGE FOUNDATION, INC. and THE WEXNER FOUNDATION. The name of the surviving foreign corporation is THE WEXNER FOUNDATION.

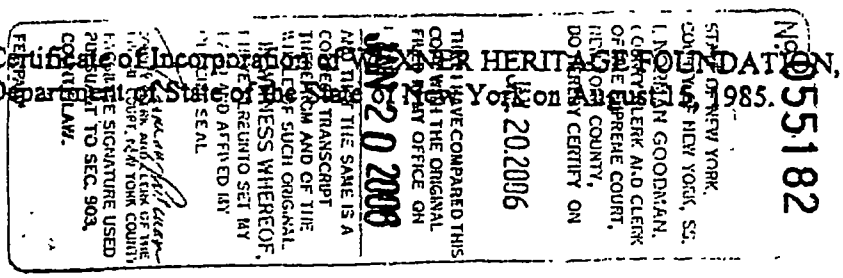
(2) As to the constituent corporations, a description of the membership and holders of any certificates evidencing capital contributions or subventions, including their number, classification and voting rights, if any:

Name of Corporation	Number of Memberships Entitled to Vote
THE WEXNER FOUNDATION	2
WEXNER HERITAGE FOUNDATION, INC.	1

There are no holders of certificates evidencing capital contributions or subventions.

II. The jurisdiction and date of incorporation of THE WEXNER FOUNDATION, the surviving foreign corporation, are the State of Ohio and March 5, 1973, respectively. The Application for Authority of THE WEXNER FOUNDATION, the surviving foreign corporation, to conduct activities in the State of New York was filed by the Department of State on August 4, 1999.

III. The Certificate of Incorporation of WEXNER HERITAGE FOUNDATION, INC. was filed by the Department of State of the State of New York on August 15, 1985.



IV. THE WEXNER FOUNDATION, the surviving foreign corporation, agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of any domestic corporation or of any foreign corporation, previously amenable to suit in this State, which is a constituent corporation in such merger, and THE WEXNER FOUNDATION, the surviving foreign corporation, agrees that it may be sued in the State of New York in respect of any property transferred or conveyed to it as provided in paragraph (c) of Section 907 (Approval by the supreme court) or the use made of such property, or any transaction in connection therewith.

V. THE WEXNER FOUNDATION, the surviving foreign corporation, designates the Secretary of State of the State of New York as its agent upon whom process against it may be served in the manner set forth in paragraph (b) of section 306 (Service of process), in any action or special proceeding described in subparagraph (D) of section 906(d)(2) (Merger or consolidation of domestic and foreign corporations). The Secretary of State of the State of New York shall mail a copy of the process in such action or special proceeding to the following post office address, within or without the State of New York:

Darren K. Indyke, Secretary
THE WEXNER FOUNDATION
8000 Walton Parkway, Suite 110
New Albany, OH 43054

VI. The merger of the constituent corporations into THE WEXNER FOUNDATION, the surviving foreign corporation, was authorized with respect to WEXNER HERITAGE FOUNDATION, INC. by the approval by written consent of THE WEXNER FOUNDATION, as the sole member of WEXNER HERITAGE FOUNDATION, INC., possessing all voting power for all purposes as provided by law, and by unanimous written consent of the Directors of WEXNER HERITAGE FOUNDATION, INC.

The merger of the constituent corporations into THE WEXNER FOUNDATION, the surviving corporation, is permitted by the laws of the jurisdiction of THE WEXNER FOUNDATION (Ohio Nonprofit Corporation Act §1702.45) and is in compliance therewith.

VII. The effective date of the merger shall be at 11:59 p.m. on December 31, 2005.

[signature pages follow]

IN WITNESS WHEREOF, we have signed this Certificate and affirm the truth of the statements contained therein under penalty of perjury this 16th day of December, 2005.

THE WEXNER FOUNDATION

By: Darren K. Indyke
Name: Darren K. Indyke
Title: Secretary

WEXNER HERITAGE FOUNDATION, INC.

By: Darren K. Indyke
Name: Darren K. Indyke
Title: Secretary

the ex-parte motion Term

At ~~a Term, Part _____~~, of the Supreme Court of the State of New York, County of New York, held at the Courthouse, 60 Centre Street, New York on Nov. 18, 2005.

PRESENT: Hon. ~~JOHN E.H. STACKHOUSE~~ Justice _____

In the Matter of the Application of Wexner Heritage Foundation, Inc. and The Wexner Foundation,
Petitioners,
For an Order Approving their Agreement and Plan of Merger into The Wexner Foundation and Authorizing the Filing of a Certificate of Merger Pursuant to Section 907 of the Not-for-Profit Corporation Law.

ORDER APPROVING MERGER
Index No. 05115605

FILED
NOV 18 2005
NEW YORK
COUNTY CLERK'S OFFICE

Wexner Heritage Foundation, Inc. and The Wexner Foundation, having duly made joint application for an order, pursuant to section 907 of the Not-For-Profit Corporation Law, approving the Agreement and Plan of Merger of said corporations and authorizing the filing of a Certificate of Merger in accordance with section 906 of the Not-For-Profit Corporation Law, and said application having regularly come to be heard,

Now upon reading the affidavit of Larry S. Moses, President of The Wexner Foundation, sworn to the 6th day of October, 2005, and the affidavit of Jeffrey E. Epstein, Vice President and Treasurer of Wexner Heritage Foundation, Inc., sworn to the 6th day of October, 2005, and the exhibits attached to each affidavit, and the Agreement and Plan of Merger designated Exhibit A herein, and the Certificate of Merger of Wexner Heritage Foundation, Inc. and The Wexner Foundation into The Wexner Foundation under section 906 of the Not-For-Profit Corporation Law, all in support of the application, and after due deliberation

having been held thereon, and it appearing that the interests of the constituent corporations and the public interest will not be adversely affected by the proposed merger,

Now, upon motion of Thompson Hine LLP, attorney for applicants, it is

ORDERED, that the Agreement and Plan of Merger between Wexner Heritage Foundation, Inc. and The Wexner Foundation, designated Exhibit A herein, be, and the same hereby is, approved, and it is further

ORDERED, that the aforesaid Certificate of Merger is authorized to be filed by the Department of State of the State of New York in accordance with section 906 of the Not-for-Profit Corporation Law, to which certificate a certified copy of this Order shall be annexed, and it is further

ORDERED, that a copy of this Order will be sent to the Office of the Attorney General of the State of New York, and it is further

ORDERED, that the Certificate of Merger will be filed by the Department of State of the State of New York and a copy of said Certificate will be sent to the Office of the Attorney General of the State of New York.

ENTER:

J.S.C.

THE ATTORNEY GENERAL HEREBY APPEARS HEREIN, HAS NO OBJECTION TO THE GRANTING OF JUDICIAL APPROVAL HEREON, ACKNOWLEDGES RECEIPT OF STATUTORY NOTICE, AND DEMANDS SERVICE OF ALL PAPERS SUBMITTED HEREIN INCLUDING ALL ORDER, JUDGMENTS AND ENDORSEMENTS OF THE COURT. SAID NO OBJECTION IS CONDITIONED ON SUBMISSION OF THE MATTER TO THE COURT WITHIN 30 DAYS HEREAFTER.

ASSISTANT ATTORNEY GENERAL

DATE 11-1-05

217673

STATE OF NEW YORK
COUNTY OF NEW YORK, SS
I, NORMAN GOODMAN
COUNTY CLERK AND
OF THE SUPREME COURT
FOR THE COUNTY
DO HEREBY CERTIFY
NOV. 2
COPY
ORIGINAL
COUNTY CLERK AND CLERK OF THE SUPREME COURT, NEW YORK COUNTY
FACSIMILE SIGNATURE USED PURSUANT TO SEC. 933, COUNTY LAW
FEE PAID

11/18/05

FILED

IN THE OFFICE OF THE CLERK

NOV 18 2005

NEW YORK
COUNTY CLERK'S OFFICE

9754126 3

PLEASE TAKE NOTICE

☐ that the within is a (certified) true copy of a entered in the office of the clerk of the within named Court on

☐ that an Order of which the within is a true copy will be presented for settlement to the Honorable one of the judges of the within named Court, at on , at

Dated: _____

THOMPSON HINE LLP
Attorneys for

ONE CHASE MANHATTAN PLAZA
NEW YORK, N.Y. 10005-1401

Pursuant to 22 NYCRR 130-1.1: the undersigned, an attorney admitted to practice in the courts of New York State, certifies that, upon information and belief and reasonable inquiry, the contentions contained in the annexed document are not frivolous.

Dated. _____

FILED
NOV - 8 2005
COUNTY CLERK'S OFFICE

THOMPSON HINE LLP
Attorneys for

ONE CHASE MANHATTAN PLAZA
NEW YORK, N.Y. 10005-1401

To
Attorney(s) for

Index No. Year

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

In the Matter of the Application of The Wexner Foundation and Wexner Heritage Foundation, Inc. Inc. for an order approving their Plan of Merger under Section 907 of the Not-for-Profit Corporation Law into The Wexner Foundation and authorizing the filing of the Certificate of Merger under Section 904 of said Law.

ORDER APPROVING MERGER

THOMPSON HINE LLP
Attorneys for

ONE CHASE MANHATTAN PLAZA
NEW YORK, N.Y. 10005-1401
344-5680

To

Attorney(s) for

Service of a copy of the within is hereby admitted.

Dated,

Attorney(s) for

ALL-STATE INTERNATIONAL INC.

05 NOV -9 PM 3:48

----------X

In the Matter of the Application of The Wexner Foundation and Wexner Heritage Foundation, Inc., Inc. for an order approving their Plan of Merger under Section 907 of the Not-for-Profit Corporation Law into The Wexner Foundation and authorizing the filing of the Certificate of Merger under Section 904 of said Law.

----------X

Affidavit of
Eileen P. McCarthy

Index No. 05115605

FILED
NOV 18 2005
NEW YORK
COUNTY CLERK'S OFFICE

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

Eileen P. McCarthy, being duly sworn, deposes and says:

1. I am an attorney and partner in the law firm of Thompson Hine LLP, One Chase Manhattan Plaza, 58th Floor, New York, NY 10005-1401. In that capacity, I am one of the lawyers who represents Wexner Heritage Foundation, Inc. in connection with this matter. I make this affidavit in connection with the application for merger of The Wexner Foundation and Wexner Heritage Foundation, Inc.

2. This application is being made jointly by The Wexner Foundation and Wexner Heritage Foundation, Inc., all of the constituent corporations of the proposed merger.

3. The application by The Wexner Foundation, a foreign not-for-profit corporation duly organized and existing under and by virtue of the laws of the State of Ohio with its principal office at 8000 Walton Parkway, Suite 110, New Albany, Ohio, is supported by the Affidavit of Larry S. Moses ("Moses Affidavit"), the Affidavit of Jeffrey E. Epstein ("Epstein Affidavit") and the Affidavit of Darren K. Indyke ("Indyke Affidavit"), each with attached exhibits.

4. The application by Wexner Heritage Foundation, Inc., a domestic not-for-profit corporation duly organized and existing under and by virtue of the laws of the State of New York

with its principal office at 551 Madison Avenue, New York, New York, is supported by the Moses Affidavit, the Epstein Affidavit and the Indyke Affidavit.[1]

5. Both of The Wexner Foundation and Wexner Heritage Foundation are type B corporations pursuant to Section 201 of the Not for Profit Corporation Law of the State of New York (Moses Affidavit, ¶¶ 4-5; Epstein Affidavit, ¶¶ 4-5).

6. The application of each constituent corporation includes

(a) the agreement and plan of merger (Exhibit A to Moses and Epstein Affidavits; Moses Affidavit, ¶ 6; Epstein Affidavit, ¶ 6).

(b) the approval required by paragraph (b) of section 906 for each constituent corporation (Exhibit A to Moses and Epstein Affidavits; Moses Affidavit, ¶¶ 7-8; Epstein Affidavit, ¶¶ 7-8).

(c) the objects and purposes of each such corporation to be promoted by the merger (Exhibit A to Moses and Epstein Affidavits; Moses Affidavit, ¶ 9, Epstein Affidavit, ¶ 9).

(d) a statement of all property, and the manner in which it is held, and of all liabilities and of the amount and sources of the annual income of each such corporation (Exhibits B and C to Moses and Epstein Affidavits; Moses Affidavit, ¶¶ 10-11; Epstein Affidavit, ¶¶ 10-11).

(e) that no votes against adoption of the resolution approving the plan of merger were cast at the meeting in which the resolution was adopted by each constituent corporation (Moses Affidavit, ¶ 15; Epstein Affidavit, ¶ 15; Exhibits M-P to Moses and Epstein Affidavits).

(f) facts showing that the merger is authorized by the laws of the jurisdictions under which each of the corporations is incorporated (Exhibit A to Moses and Epstein Affidavits; Moses Affidavit, ¶ 16; Epstein Affidavit, ¶ 16).

7. Neither of The Wexner Foundation nor Wexner Heritage Foundation, Inc. requires approval from a federal, state or local government agency to merge (other than that of the Attorney General and this Court).

[1] The constituent corporations are submitting a joint exhibit index in support of the affidavits of each of Mr. Moses

8. The surviving corporation of The Wexner Foundation will assume all debts and liabilities of the new corporation (Moses Affidavit, ¶ 29; Epstein Affidavit, ¶ 29).

9. Neither of The Wexner Foundation nor Wexner Heritage Foundation, Inc. have restricted funds. (See Moses Affidavit, ¶ 14; Epstein Affidavit, ¶ 14; Indyke Affidavit, ¶ 6).

10. The affidavits of Messrs. Moses, Epstein and Indyke, with supporting exhibits, and the proposed order were submitted to the Charities Bureau of the Attorney General's office for review. The Attorney General's office has completed its review, provided a No Objection endorsement stamped on the proposed order, and waived statutory notice. The endorsed proposed Order is included in this submission.[2]

11. Since (i) the Charities Bureau of the Attorney General's office has approved the proposed transaction, (ii) no consent or approval of any other governmental body or officer or any other person or body is required, and (iii) no votes against the proposed merger were cast when the resolution was adopted by both of the constituent corporations, the Court may dispense with a hearing and notice thereof, pursuant to Section 907(b) of the Not For Profit Corporation Law.

12. Accordingly, this affidavit is being submitted to the court *ex parte* pursuant to CPLR 2212(b).

13. No previous application for the relief prayed for herein has been made.

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and Mr. Epstein.

[2] The proposed Order was submitted to the Attorney General for review with two accompanying affidavits, those of Messrs. Epstein and Moses. In the course of its review, the Attorney General requested additional information and Mr. Indyke's affidavit was submitted in response. Upon completion of its review, the Attorney General endorsed the proposed Order. Your affiant did not want to alter the original, endorsed proposed Order by adding a reference to Mr. Indyke's affidavit, without the Court's permission and direction.

On behalf of Wexner Heritage Foundation, Inc., I respectfully request that the Court's approval of the merger of The Wexner Foundation and Wexner Heritage Foundation, Inc., pursuant to section 907 of the Not For Profit Corporation Law, be granted.

Eileen P. McCarthy

Subscribed and sworn to before
me this 9 day of November 2005

GAIL GLIDEWELL
Notary Public, State of New York
No. 02GL6091331
Qualified in New York County
Commission Expires April 28, 2007

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is made as of the 31st day of December, 2005 by and between The Wexner Foundation, an Ohio non-profit corporation, and Wexner Heritage Foundation, Inc., a New York not-for-profit corporation ("Wexner Heritage Foundation"). The Wexner Foundation and Wexner Heritage Foundation are herein sometimes collectively referred to as the "Constituent Corporations."

W I T N E S S E T H:

WHEREAS, the corporate and charitable purposes of The Wexner Foundation and Wexner Heritage Foundation are substantially identical and there are additional administrative and other costs incurred in maintaining them as separate entities; and

WHEREAS, The Wexner Foundation and Wexner Heritage Foundation desire to effect the merger of Wexner Heritage Foundation with and into The Wexner Foundation as permitted pursuant to the provisions of the Ohio Nonprofit Corporation Law (the "ONCL") and the New York Not-For-Profit Corporation Law (the "NYNCL"); and

WHEREAS, The Wexner Foundation is the sole member of Wexner Heritage Foundation; and

WHEREAS, each of the Board of Trustees (constituting the Board of Directors purusant to the ONCL) and the Members of The Wexner Foundation has determined that it is advisable and in the best interest of The Wexner Foundation that Wexner Heritage Foundation merge with and into The Wexner Foundation upon the terms and subject to the conditions herein provided and has, by resolution duly adopted, approved this Agreement; and

WHEREAS, each of the Board of Directors and the sole member of Wexner Heritage Foundation has determined that it is advisable and in the best interests of Wexner Heritage Foundation that it merge with and into The Wexner Foundation upon the terms and subject to the conditions herein provided and has, by resolution duly adopted, approved this Agreement;

NOW, THEREFORE, in consideration of mutual agreements herein contained, the Constituent Corporations agree that Wexner Heritage Foundation shall be merged with and into The Wexner Foundation and that the terms and conditions of the merger, the mode of carrying the merger into effect, and such other details and provisions as are deemed necessary or desirable shall be as hereinafter set forth.

ARTICLE I

THE MERGER

Section 1.01 Constituent Corporations.

(a) The Wexner Foundation is:

(i) a non-profit corporation incorporated on March 5, 1973 and validly existing under the laws of the State of Ohio;

(ii) a "public benefit corporation" as defined in Section 1702.01(P) of the ONCL;

(iii) qualified to conduct activities in New York as a "foreign corporation" as defined in Section 102(a)(7) of the NYNCL pursuant to an application for authority filed by the New York Department of State on August 5, 1999;

(iv) a Type B corporation under Section 201 of the NYNCL; and

(v) an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "IRC").

(b) Wexner Heritage Foundation is:

(i) a not-for-profit corporation incorporated on August 15, 1985 and validly existing under the laws of the State of New York;

(ii) a "corporation" as defined in Section 102(a)(5) of the NYNCL;

(iii) a Type B corporation under Section 201 of the NYNCL;

(iv) a foreign corporation that would qualify as a "public benefit corporation" under the ONCL; and

(v) an organization described in Section 501(c)(3) of the IRC.

Section 1.02. The Merger. Subject to the terms and provisions of this Agreement, and in accordance with the ONCL and the NYNCL, at the Effective Time (as defined in Section 1.11 hereof), Wexner Heritage Foundation shall be merged with and into The Wexner Foundation (the "Merger"). At the Effective Time, (a) The Wexner Foundation shall be the surviving corporation (hereinafter sometimes called the "Surviving Corporation") of the Merger; (b) The Wexner Foundation shall continue its existence as a non-profit corporation under the laws of the State of Ohio and as an organization described in Section 501(c)(3) of the IRC; and (c) the separate existence of Wexner Heritage Foundation shall cease.

Section 1.03. Name of Surviving Corporation. The name of the Surviving Corporation shall be "The Wexner Foundation."

Section 1.04. Principal Office of Surviving Corporation. The place in the State of Ohio where the principal office of the Surviving Corporation is to be located is 8000 Walton Parkway, Suite 110 in the City of New Albany, in the County of Franklin.

Section 1.05. Effects of the Merger. At the Effective Time, the Merger shall have the effects provided for herein, in Section 1702.44 of the ONCL and in Section 905 of the NYNCL.

Section 1.06. Articles of Incorporation of the Surviving Corporation. As of the Effective Time, the Articles of Incorporation of The Wexner Foundation, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation until thereafter duly amended in accordance with the provisions thereof and applicable law. There are no amendments or changes in the Articles of Incorporation of the Surviving Corporation that will be effected by the Merger.

Section 1.07. Code of Regulations of the Surviving Corporation. As of the Effective Time, the Code of Regulations of The Wexner Foundation, as in effect immediately prior to the Effective Time, shall be the Code of Regulations of the Surviving Corporation until thereafter duly amended in accordance with the provisions thereof and applicable law.

Section 1.08. Memberships of Constituent Corporations and Holders of Certificates Evidencing Capital Contributions or Subventions. The designation and the number of outstanding memberships entitled to vote on this Agreement are as follows:

Name of Corporation	Number of Memberships Entitled to Vote
The Wexner Foundation	2
Wexner Heritage Foundation	1

There are no holders of certificates evidencing capital contributions or subventions.

Section 1.09. Directors of the Surviving Corporation. The following individuals shall be the first directors of the Surviving Corporation and they shall remain as such until their respective successors are duly appointed or elected and qualified:

Name of Director	Address
Leslie H. Wexner, Chairman	Three Limited Parkway, Columbus, Ohio 43230
Jeffrey E. Epstein	6100 Red Hook Quarter, Suite B-3 St. Thomas, US Virgin Islands 00802

Section 1.10. Officers of the Surviving Corporation. The following individuals shall be the first officers of the Surviving Corporation:

Name of Officer	Position Held	Address
Leslie H. Wexner	Chairman of the Board	Three Limited Parkway, Columbus, OH 43230
Larry S. Moses	President and Treasurer	8000 Walton Parkway, Suite #110 New Albany, OH 43054
Darren K. Indyke	Secretary	457 Madison Avenue, 4th Floor New York, NY 10022
B. Elka Abrahamson	Vice President Leadership Programs and Leadership Education	800 Walton Parkway Suite #110 New Albany, OH 43054
Cindy Chazan	Vice President of Alumni and Community Development	800 Walton Parkway Suite #110 New Albany, OH 43054

Section 1.11. Effective Time. The Merger shall become effective in accordance with the applicable provisions of the ONCL and the NYNCL on December 31, 2005 at 11:59 p.m., Eastern Time. The date and time when the Merger shall become effective is herein referred to as the "Effective Time."

Section 1.12. Purposes of the Surviving Corporation. The purposes of the Surviving Corporation shall be the purposes of The Wexner Foundation, as the same are set forth in the Articles of Incorporation of The Wexner Foundation immediately prior to the Effective Time.

Section 1.13. Additional Actions. If, at any time after the Effective Time, the Surviving Corporation shall consider or be advised that any further deeds, assignments or assurances in law or any other acts are necessary or desirable (a) to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation, title to and possession of any property or right of Wexner Heritage Foundation acquired or to be acquired by reason of, or as a result of, the Merger, or (b) otherwise carry out the purposes of this Agreement, Wexner Heritage Foundation and its proper officers and directors shall be deemed to have granted hereby to the Surviving Corporation an irrevocable power of attorney to execute and deliver all such proper deeds, assignments and assurances in law and to do all acts necessary or proper to vest, perfect or confirm title to, and the possession of, such property or rights in the Surviving Corporation and otherwise to carry out the purposes of this Agreement; and the proper officers and directors of the Surviving Corporation are fully authorized in the name of Wexner Heritage Foundation or otherwise to take any and all such actions.

ARTICLE II

CONVERSION OF MEMBERSHIPS

Section 2.01. The manner and basis of converting the memberships of each Constituent Corporation into memberships or other interests in the Surviving Corporation are as follows:

(a) Each of the memberships of The Wexner Foundation outstanding immediately before the Effective Time shall, at the Effective Time, remain as a membership of the Surviving Corporation; and

(b) At the Effective Time, the sole outstanding membership of Wexner Heritage Foundation shall be cancelled.

ARTICLE III

AMENDMENT AND TERMINATION

Section 3.01. Amendment. At any time prior to the filing of the Certificate of Merger with the Secretary of State of the State of Ohio or the Certificate of Merger by the Department of State of the State of New York, this Agreement may be amended, modified or supplemented by written agreement of the signatories hereto.

Section 3.02. Abandonment. Notwithstanding any other provision herein contained, this Agreement may be terminated and the Merger may be abandoned by either the Board of Trustees of The Wexner Foundation or the Board of Directors of Wexner Heritage Foundation upon written notice to the other Constituent Corporation at any time prior to the filing of the Certificate of Merger with the Secretary of State of the State of Ohio or the Certificate of Merger by the Department of State of the State of New York, whichever is first to occur.

ARTICLE IV

MISCELLANEOUS

Section 4.01. Counterparts. This Agreement may be executed in one or more counterparts, each of which shall be deemed to be a duplicate original, but all of which, taken together, shall be deemed to constitute a single instrument.

Section 4.02. Designated Statutory Agent. The Surviving Corporation agrees that: (a) it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of the Constituent Corporations; and (b) the Surviving Corporation may be sued in the State of New York in respect of any property transferred or conveyed to it as provided in Section 907(c) of the NYNCL, or the use made of such property, or any transaction in connection therewith. Darren K. Indyke, the Secretary of the Surviving Corporation, whose address is 457 Madison Avenue, 4th Floor, New York, NY 10022, is hereby appointed as the person upon whom process, notice or demand against the Constituent Corporations or the Surviving Corporation may be served.

IN WITNESS WHEREOF, each of The Wexner Foundation and Wexner Heritage Foundation, Inc. has caused this Agreement to be signed by its duly authorized officer on the date first above written.

THE WEXNER FOUNDATION

By: _____
Name: Larry S. Moses
Title: President and Treasurer

By: _____
Name: Darren K. Indyke
Title: Secretary

WEXNER HERITAGE FOUNDATION, INC.

By: _____
Name: Jeffrey E. Epstein
Title: Vice President and Treasurer

By: _____
Name: Darren K. Indyke
Title: Secretary

Form **8868**
(Rev December 2004)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time to File an Exempt Organization Return

► File a separate application for each return.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . ► [X]
- If you are filing for an **Additional (not automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I Automatic 3-Month Extension of Time — Only submit original (no copies needed)

Form 990-T corporations requesting an automatic 6-month extension — check this box and complete Part I only . . ► [ ]

All other corporations (including Form 990-C filers) must use Form 7004 to request an extension of time to file income tax returns Partnerships, REMICs and trusts must use Form 8736 to request an extension of time to file Form 1065, 1066, or 1041

Electronic Filing (e-file). Form 8868 can be filed electronically if you want a 3-month automatic extension of time to file one of the returns noted below (6-months for corporate Form 990-T filers). However, you cannot file it electronically if you want the additional (not automatic) 3-month extension, instead you must submit the fully completed signed page 2 (Part II) of Form 8868 For more details on the electronic filing of this form, visit *www.irs gov/efile*

Type or print
File by the due date for filing your return. See instructions

Name of Exempt Organization	Employer identification number
Wexner Foundation	23-7320631

Number, street, and room or suite number If a P O box, see instructions
8000 Walton Parkway, #100

City, town or post office For a foreign address, see instructions	state	ZIP code
New Albany	Oh	43054

Check type of return to be filed (file a separate application for each return)

[ ] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (section 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ► Wexner Foundation

  Telephone No. ► (614) 939-6000 FAX No ► (614) 939-6025
- If the organization does **not** have an office or place of business in the United States, check this box ► [ ]
- If this is for a **Group Return,** enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the **whole** group, check this box ► [ ] If it is for part of the group, check this box ► [ ] and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6-months for a **Form 990-T corporation**) extension of time until Aug 15, 20 06, to file the exempt organization return for the organization named above. The extension is for the organization's return for

► [X] calendar year 20 05 or

► [ ] tax year beginning _____, 20 ___, and ending _____, 20 ___

2 If this tax year is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions . . . . . $ 1,700.

b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit . . $ 0.

c **Balance Due.** Subtract line 3b from line 3a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions $ 1,700.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

BAA For Privacy Act and Paperwork Reduction Act Notice, see instructions. Form **8868** (Rev 12-2004)